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OSTER RESEARCHING SERVICES
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SURFACE TRANSPORTATION BOARD

July 19, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 E Street, SW
Washington, D.C. 20423

Dear Section Chief:

Enclosed for recording with the Surface Transportation Board are one original and one counterpart of the document described below to be recorded pursuant to Section 11301 of Title 49 of the U.S. Code:

Bill of Sale 7/19/11

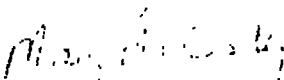
Seller: Metro East Industries, Inc.
Post Office Box 3220
Fairview Heights, IL 62208

Buyer: Allegheny Valley Railroad Company
519 Cedar Way Building One
Suite 100, P.O. Box 127
Oakmont, PA 15139

Equipment: 4, Used GP40-2 Locomotives
AVR 4001-4004
Previously KCS 4736, 4766, 2816, 2825

Please record this agreement as a primary document. The filing fee of \$41 is enclosed.
Thank you

Sincerely,



Mary Ann Oster
Research Consultant

29830

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EXHIBIT B

SURFACE TRANSPORTATION BOARD

BILL OF SALE

July 9, 2011

METRO EAST INDUSTRIES, INC., an Illinois corporation, ("Seller"), in consideration of the sum of \$10.00 and other good and valuable consideration to it paid, the receipt and sufficiency of which are hereby acknowledged, does hereby bargain, sell, assign, transfer, and set over to ALLEGHENY VALLEY RAILROAD COMPANY, a Pennsylvania corporation ("AVR"), its successors and assigns, all right, title and interest of Seller in the following locomotives (the "Locomotives"):

4 EMD GP40-2 Locomotives

KCS 4736/ AVR 4001

KCS 4766/ AVR 4002

KCS 2816/ AVR 4003

KCS 2825/ AVR 4004

Seller hereby warrants to AVR that Seller is the lawful owner of the Locomotives with all right and full power to sell the Locomotives, has good valid and marketable title to the Locomotives free and clear of all liens, charges, encumbrances, security interests, mortgages, pledges or other restrictions or claims or interests of third parties; and will defend such title on AVR's behalf. Seller is selling the Locomotives to AVR "AS-IS, WHERE-IS AND WITH ALL FAULTS" and subject to the further disclaimers of warranty set forth in the Locomotive Purchase Agreement of even date between Seller and AVR.

THIS BILL OF SALE SHALL BE GOVERNED BY AND CONSTRUED UNDER THE INTERNAL LAWS OF THE STATE OF ILLINOIS WITHOUT REGARD TO CONFLICT OF LAW PRINCIPLES.

IN WITNESS WHEREOF, Seller has caused this Bill of Sale to be signed by a fully authorized representative on the date first written above.

METRO EAST INDUSTRIES, INC.

By: 

Name: GAYLE A. ORTYL

Title: President